

Exhibit 14

DISCLOSURE SCHEDULE

to

ASSET PURCHASE AGREEMENT

dated as of July 7, 2003

among

C&S ACQUISITION LLC,

as Purchaser,

C&S WHOLESALE GROCERS, INC.,

as Parent,

FLEMING COMPANIES, INC.

and

THE OTHER ENTITIES IDENTIFIED HEREIN,

as Sellers

INTRODUCTION

This Disclosure Schedule is made and given pursuant to that certain Asset Purchase Agreement (the "Agreement"), dated as of July 7, 2003, by and among C&S Acquisition LLC, a Delaware limited liability company ("Purchaser"), Fleming Companies, Inc., an Oklahoma corporation ("Fleming"), Fleming Transportation Service, Inc., an Oklahoma corporation, Piggly Wiggly Company, an Oklahoma corporation, RFS Marketing Services, Inc., an Oklahoma corporation, Fleming International Ltd., an Oklahoma corporation, Fleming Foods of Texas L.P., an Oklahoma limited partnership, Fleming Foods Management Co., L.L.C., and an Oklahoma limited liability company (each, a "Seller" and collectively, "Sellers"), each a debtor and debtor in possession under Chapter 11 Case No. 03-10945 (MFW) (jointly administered) pending in the United States Bankruptcy Court for the District of Delaware and, with respect to Article V and Sections 14.8 and 14.11 only, C&S Wholesale Grocers, Inc., a Vermont corporation ("Parent"). All capitalized terms shall have the meanings defined in the Agreement, unless the context otherwise requires. The section numbers below correspond to the section numbers of the representations and warranties in the Agreement which are modified by the disclosures. Any descriptions of agreements herein are summaries only and are qualified in their entirety by the specific terms of such agreements, copies of which have been made available to the Buyer. Where any representation or warranty contained in the Agreement is limited or qualified by the materiality of the matters to which the representation or warranty relates, the inclusion of any matter herein does not constitute a determination by the Company that such matters are material.

It is expressly understood and acknowledged that any exception stated in or incorporated in a section of this Disclosure Schedule shall not constitute a basis for a claim of a breach of any representation or warranty contained in the Section of the Agreement corresponding to such section of this Disclosure Schedule.

Certain information in this Disclosure Schedule may not be required to be disclosed pursuant to the Agreement. Any such information is included solely for informational purposes, and the inclusion of such information shall not be deemed to enlarge or enhance any of the representations or warranties of Sellers in the Agreement or otherwise alter in any way the terms of the Agreement. Nor shall the inclusion of any item in this Disclosure Schedule constitute an admission of liability with respect to any claim, action, lawsuit or proceeding or an admission that any breach, violation, default or event of default exists with respect to any contract or agreement. The attachments to this Disclosure Schedule form an integral part of this Disclosure Schedule and are incorporated by reference for all purposes as if set forth fully herein.

The attached Disclosure Schedule is subject to further review by Purchaser.

Schedule 1.1(a) - Operating PSCs

Properties	Owned	Leased
1. Fresno, California		
2797 S. Orange Ave. Fresno, CA 93772 (CA 267)	X	
2626 Maple Avenue (CA 242) Fresno, CA 93703		X
2. Garland, Texas		
2600 McCree Rd. (Main) Garland, TX 75401 (TX 370) Note: TX 314 & TX 371 all part of TX 370	X	
2600 McCree Rd (Garage) Garland, TX 75401 (TX 314)		X
2820 Oakland (TX 371F) Garland, TX 75401	X	
3. Hawaii		
91-315 Hanua Street (HI 002) Kapolei, HI 96707		X
91-250 Kalaeloa Blvd. (HI 007) Kapolei, HI 96707		X
3140 Ualena Street (HI 005) Honolulu, HI 96819		X

4. LaCrosse, Wisconsin		
1637 St. James Street (WI 917F) La Crosse, WI 54601	X	
1812 St. James Street (Parking) La Crosse, WI 54601 (WI 926PL)		X
5. Lincoln, Nebraska		
1601 Pioneer Boulevard Lincoln, NE 68502 (NE 123)		X
1200 W. Commerce Way (2 Buildings) Lincoln, NE 68508 (NE 121)		X
5220 South 19th Street Lincoln, NE 68502 (NE 134)		X
6. Massillon, Ohio		
4676 Erie Street S Massillon, OH 44646 (OH 215F)		X
60 Innsbruck Drive Cheektowaga, NY 14227 (NY 315F)		X
7. Memphis, Tennessee (Southhaven, Mississippi)		
2929 Stateline Rd. Southhaven, MS 3867 (MS 210)		X
823 Holmes Rd Memphis, TN 38116 (TN 306)		X
8. Miami, Florida		
3400 NW 74th Ave Miami, FL 33152 (FL 746)		X
3555 NW 77 Ave Miami, FL 33152 (FL 742 CL), Miami, FL 33152 (FL 742F)		X

Note: also (FL 742F)		
9. Milwaukee, Wisconsin		
1200 W. Sunset Drive Waukesha, WI 53186 (WI 952F)	X	Vacant Land is part of Distribution Facility Parcel owned.
Crestwood Bakery 1710 S. 108 th Street West Allis, WI 53214 (WI 913)		X
10. Nashville, Tennessee		
500 S. Cartwright Goodlettsville, TN 37072 (TN 303)		X
11. Sacramento/Tracy, California		
3771 Channel Dr. West Sacramento, CA 95691 (CA 269)		X
4276 Tracy Boulevard Tracy, CA 95376 (CA 239)		X
12. Tulsa, Oklahoma		
4020 S. 145th E Avenue Tulsa, OK 74108 (OK 267)		X
13. GMD Lacrosse, Wisconsin		
322 Causeway Boulevard La Crosse, WI 54603 (WI 955)	X	

14. GMD Memphis, Tennessee		
4681 Burbank Road Memphis, TN 38118 (TN 315)	X	
4690 Hungerford Rd Memphis, TN 38118 (TN 300)	Building owned, Lease land	X
15. GMD Sacramento, California		
8301 Fruitridge Rd Sacramento, CA 95826 (CA 272)	X	
8371 Rovana Circle Sacramento, CA 95826 (CA 236)		X
16. MD Topeka, Kansas		
7215 S. Topeka Blvd. Bldg. 5&7 Topeka, KS 66619 (KS 209)		X

Schedule 1.1(b) - Non-Operating PSCs

Properties	Owned	Leased
1. Geneva, Alabama (scheduled to close)		
2001 W. Magnolia Geneva, AL 36340 (AL 212)		X
1015 W. Magnolia Geneva, AL 36340 (AL 213)		X
2. Lafayette, Louisiana (scheduled to close) (Boussard, Louisiana)		
108 Kol Drive Broussard, LA 70518 (LA 188)		X
113 Kol Drive Broussard, LA 70518 (LA 190)	X	
3. Laurens, Iowa		
210-232-250 North 1 st Street Laurens, IA 50554 (IA 074F)	X	
4. Lubbock (North), Texas		
408 East 50 th Street Lubbock, TX 79404 (TX 375)	X	
3 Butterfield Trail Suites 120/105 El Paso, TX 79906 (TX 343)		X
5. Minneapolis, Minnesota		
3501 Marshall Street Minneapolis, MN 55418 (MN 264F)	X	
Parking Land (2-Landlords) (MN 264PL, MN 264PL3)		X

6. North Carolina		
1018 Highway 117 South (West Side-Old WHSE) Warsaw, NC 28398 (NC 044)	X	
HWY 117 and Road 1902 (East Side) Warsaw, NC 28398 (NC 041), Note: (NC 040 B & 040C) are Rail Leases for this warehouse.	Owned land approx 177 acres surrounds East Warehouse	X
7. Maryland		
100 Lums Road North East, MD 21901 (MD 893)	X	
4 Center Drive, Sections 1-36 Northeast, MD 21901 (MD 891) = 1 - 20 (MD 891(B)) = 21 - 36		X
600 N. Pencader Dr. Newark, DE 19702 (DE 123)		X
8. Phoenix, Arizona		
624 S. 25 th Avenue Phoenix, AZ 85009 (AZ 135)		X
2440 W. Lincoln Street (Arctic Storage) Phoenix, AZ 85009 (AZ 136)	X	
9. Salt Lake City, Utah		
2455 W. 1500 S. Salt Lake City, UT 84104 (UT 052)		X
2250 West Bridger Road Salt Lake City, UT 84126 (UT 048)		X
10. Sikeston, Missouri		
1500 W. Malone Sikeston, MO 63801 (MO 229)	X	

11. Superior, Wisconsin (scheduled to close)		
1 Gateway Court Superior, WI 54880 (WI 923F)	X	
1230 Poplar Avenue Superior, WI 54880 (WI 922)		X
12. GMD Dallas, Texas		
3400 Dan Morton Drive Dallas, TX 75236 (TX 376 &TX 334)	X (TX 376)	X (TX 334)
13. GMD King of Prussia, Pennsylvania		
201 West Church Road King of Prussia, PA 19406 (PA 826)		X
55 Central Drive Farmingdale, NY 11735 (NY 313)		X

Schedule 1.1(c) - Discontinued Distribution Centers

1. Fort Wayne, Indiana

(IN 170F) 3405 Meyer Road
Fort Wayne, IN 46803

(MI 048F) 650 Ionia Avenue SW
Grand Rapids, MI

(IN 173F) 2100 Summit Street
New Haven, IN

2. Kansas City, Kansas

(KS 212F) 5300 Kansas Avenue
Kansas City, KS 66100

(MO 208F) 1100 Atlantic Avenue
Kansas City, MO 64116

(KS 205F) 5380 Speaker Road
Kansas City, KS 66106

(KS 223GL) 55th and Speaker Road
Kansas City, KA 66106

(KS 214F, KS 206F& KS211F) 5100, 5150 & 5200 Kansas Avenue
Kansas City, KS 66106

3. Oklahoma City, Oklahoma

(OK 261) 5700 Hattie Street
Oklahoma City, OK

4. Salem, Virginia

(VA 111F) 359 Kessler Mill Rd.
Salem, VA

5. South Brunswick, New Jersey

(NJ 124F) 115 Interstate Blvd.
Jamesberg, NJ 08831

6. York, Pennsylvania

(PA 840) 1100 North Sherman St
York, Pa. 17402

7. Marshfield, Wisconsin (convenience store supply business assets)

(WI 954) 1700 S. Laemle Ave.
Marshfield, WI 54449